

BLANK ROME COMISKY & McCAULEY LLP

Counselors at Law

Direct Dial: (513) 362-8703

Email: (513) 362-8703

conte@blankrome.com



*Delaware
Florida
Maryland
New Jersey
New York
Ohio
Pennsylvania
Washington, DC*

October 19, 2001

David E. Nothrop, Esq.
Porter, Wright, Morris & Arthur
41 South High Street
Columbus, Ohio 43215-6194

John H. Phillips, Esq.
Phillips Law Firm
9521 Montgomery Road
Cincinnati, Ohio 45242

John C. Cruden, Esq.
Acting Assistant Attorney General
Environment & Natural Resources Div.
U.S. Department of Justice
P.O. Box 7611 Ben Franklin Station
Washington, DC 20044

Craig Melodia
77 West Jackson Boulevard
Chicago, Illinois 60604

W. Benjamin Fisherow, Esq.
Deputy Section Chief
Environment Enforcement Section
Environment & Natural Resources Div.
U.S. Department of Justice
P.O. Box 7611 Ben Franklin Station
Washington, DC 20044

Annette M. Lang, Esq.
Environment Enforcement Section
Environment & Natural Resources Div.
U.S. Department of Justice
P.O. Box 7611 Ben Franklin Station
Washington, DC 20044

Gerald F. Kaminski, Esq.
220 U.S.P.O. & Courthouse
100 East Fifth Street
Cincinnati, Ohio 45202

Dear Counsel:

Please find enclosed an Answer of Defendants Clarke's Incinerators and Clarke Container Corporation to Cross-Claim of Defendant John J. Whitton Trucking, Inc. If you have any questions, please contact me.

Very truly yours,

A handwritten signature in dark ink, appearing to read "Jonathan A. Conte".

Jonathan A. Conte

JAC:amb

IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF OHIO
WESTERN DIVISION

THE DOW CHEMICAL CO., et al,

Plaintiff

v

CIVIL ACTION C-1-97-307
(consol. with C-1-97-308)

ACME WRECKING CO., INC., et al,

Defendant

**ANSWER OF DEFENDANTS CLARKE'S INCINERATORS, INC. AND CLARKE
CONTAINER CORP. TO CROSS-CLAIM OF DEFENDANT JOHN J. WHITTON
TRUCKING, INC.**

Defendants Clarke's Incinerators, Inc and Clarke Container Corp. (collectively "Clarke"),
through Counsel, answers the Cross Claim of Defendant John J. Whitton Trucking,
Inc. ("Whitton") as follows:

1. Clarke admits the allegations set forth in paragraph 1 of Whitton's Cross-Claim were set forth
in the United States' complaint, but denies that those allegations are true. Consequently,
Clarke denies those allegations.
2. Clarke admits that Whitton denies all allegations set forth in Plaintiff's Complaint. Clarke
denies any and all other allegations set forth in paragraph 2 of Whitton's Cross-Claim.
3. Clarke denies the allegations set forth in paragraph 3 of Whitton's Cross Claim.

AFFIRMATIVE DEFENSES

FIRST AFFIRMATIVE DEFENSE

Whitton's cross-claim fails to state a claim upon which relief can be granted.

SECOND AFFIRMATIVE DEFENSE

Whitton's cross-claim is barred, in whole or in part, by applicable statutes of limitations

and/or the equitable doctrines of unclean hands, estoppel, laches, waiver, and/or release.

THIRD AFFIRMATIVE DEFENSE

Whitton's cross-claim is subject to set-off in whole or in part by virtue of Whitton's status as a potentially responsible party with respect to the Site.

FOURTH AFFIRMATIVE DEFENSE

Whitton's cross-claim is barred, in whole or in part, by the doctrine of unjust enrichment.

FIFTH AFFIRMATIVE DEFENSE

Clarke denies that it is responsible for any removal or remediation costs arising out of the site. However, in the event Clarke or its alleged predecessors in interest are held liable, then and in that event, its liability should be proportionate to Clarke's contribution to the alleged release or threatened release of hazardous substances.

SIXTH AFFIRMATIVE DEFENSE

Clarke has no liability because the alleged contamination and response costs resulted from the acts and/or omissions of third parties.

SEVENTH AFFIRMATIVE DEFENSE

Clarke has no liability because the alleged contamination and response costs resulted from the acts and/or omissions of third parties.

EIGHTH AFFIRMATIVE DEFENSE

Whitton's or other parties' actions in contaminating the Site are an intervening or superceding causes of most, if not all, of the response costs associated with the Site.

NINTH AFFIRMATIVE DEFENSE

The damages and response costs in this case are distinct and divisible; therefore, joint and several liability may not be imposed upon Clarke in interest.

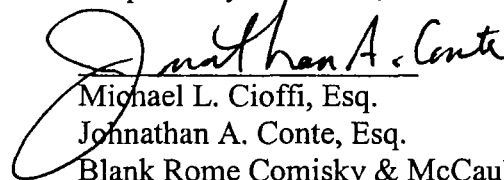
TENTH AFFIRMATIVE DEFENSE

Clarke reserves the right to plead additional affirmative defenses as may be available to it as Clarke becomes aware of such Defenses during the discovery phase of this litigation.

WHEREFORE, Clarke respectfully demands judgment against Cross-claim Defendant as follows:

1. Judgment in favor of Clarke and against Whitton with respect to Whitton's cross claim.
2. An order requiring Whitton and other Cross Claim Defendants to reimburse Clarke for all or part of the costs Clarke has incurred or may incur in connection with this action;
3. An order requiring Whitton and other Cross Claim Defendants to pay Clarke any of its expenses, costs, and attorneys' fees in addition to recoverable cleanup costs;
4. An order granting Clarke such other relief as this Court may deem just and equitable.

Respectfully submitted,



Michael L. Cioffi, Esq.

Johnathan A. Conte, Esq.

Blank Rome Comisky & McCauley LLP

1700 PNC Center

201 East Fifth Street

Cincinnati, Ohio 45202

Phone (513) 362-8700

Fax (513) 362-8787

CERTIFICATE OF SERVICE

The undersigned hereby certifies that a copy of the foregoing Answer, Affirmative Defenses, Counterclaim, and Cross Claims of Clarke was served upon the following on this 19th day of October, 2001, by regular mail:

David E. Northrop, Esq.
Porter, Wright, Morris & Arthur
41 South High Street
Columbus, Ohio 43215-6194

John H. Phillips, Esq.
Phillips Law Firm, Inc.
9521 Montgomery Road
Cincinnati, Ohio 45242

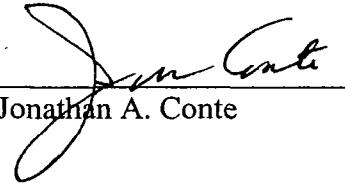
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